

FEB 23 '10

10:15 AM

SURFACE TRANSPORTATION BOARD

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February 22, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, effective as of December 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 24600-A.

The names and addresses of the parties to the enclosed document are:

Assignor:	SunTrust Equipment Finance & Leasing Corp. 300 E. Joppa Road, Suite 700 Towson, MD 21286
Assignee:	The Fifth Third Leasing Company 38 Fountain Square Plaza Cincinnati, OH 45263

Section Chief
February 22, 2010
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A description of the railroad equipment covered by the enclosed document is:

128 railcars: RWSX 23131-23194, 23196-23254 and 23256-23260 (not including casualties).

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

FEB 23 '10

10-15 AM

MEMORANDUM OF ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment of Lease between SunTrust Equipment Finance & Leasing Corp., 300 East Joppa Road, 7th Floor, Towson, MD 21286 (the "Assignor"), and The Fifth Third Leasing Company, 38 Fountain Square Plaza, MD 10904A, Cincinnati, OH 42563 (the "Assignee") is effective as of December 29, 2009.

1. This instrument relates to (i) that certain Railcar Lease Agreement dated as of September 23, 2003 (the "Lease Agreement") and the related Equipment Schedule No. 2 (the "Schedule" which term shall also include any and all riders, addenda and exhibits attached to the Schedule, and which together with the Lease Agreement shall collectively be referred to as the "Lease"), between Assignor, as lessor, and Oglethorpe Power Corporation (An Electric Membership Corporation) ("OPC"), as lessee, pursuant to which Assignor leased to OPC 128 Johnstown America Corporation aluminum automatic discharge railcars numbered RWSX 23131-23194, 23196-23254 and 23256-23260 inclusive (the Equipment").

2. A Memorandum of Lease Agreement dated as of September 23, 2003 with respect to the Lease Agreement was recorded with the Surface Transportation Board (the "Board") on September 23, 2003 at 2:02 pm under Recordation No. 24600-A.

3. Pursuant to certain agreements dated as of December 29, 2009, Assignor assigned its interest in the Equipment and the Lease to Assignee. As a result of these assignments, Assignee has acquired all of the rights, title, and interest in and to the Equipment and the Lease of Assignor.

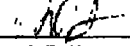
4. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement, the Schedule, and the assignment agreements and are incorporated herein by reference.

5. This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

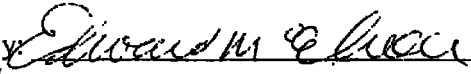
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of the date first written above.

SUNTRUST EQUIPMENT FINANCE &
LEASING CORP.,
as Assignor

By: 
Name: Michael J. Powers
Title: Sr. Vice President

THE FIFTH THIRD LEASING COMPANY,
as Assignee

By: 
Name: Edward M. E. E. E.
Title: President

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 16th, day of February 2010, before me, Candice Miranda the undersigned Notary Public, personally appeared Michael J. Powers personally known to me to be the person who executed the within instrument as Sr. Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Candice Miranda

Notary Public

My commission expires: June 6, 2012

CANDICE MIRANDA
Notary Public-Maryland
Baltimore County
My Commission Expires
June 06, 2012

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 18, day of February 2010, before me, Paula McQueen the undersigned Notary Public, personally appeared Edward M McQueen personally known to me to be the person who executed the within instrument as The Fifth Third Lending Co on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Paula D. McQueen
Notary Public

My commission




Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: _____

2/23/10



Robert W. Alvord